

Delaware

The First State

CERTIFIED TO BE A TRUE AND CORRECT
AS TAKEN FROM AND COMPARED WITH
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2006

Mark
SECRETARY OF STATE

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"SYNIVERSE FINANCE, INC.", A DELAWARE CORPORATION,

"SYNIVERSE NETWORKS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "SYNIVERSE TECHNOLOGIES, INC." UNDER THE NAME OF "SYNIVERSE TECHNOLOGIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF FEBRUARY, A.D. 2005, AT 6:18 O'CLOCK P.M.

050404-0150 FILED: 04/04/2005
SYNIVERSE NETWORKS, INC.
Filing Fee: \$0.00 ORIG



Mark Hammond South Carolina Secretary of State

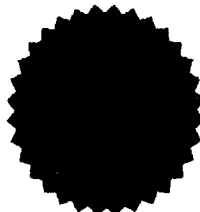
050404-0151 FILED: 04/04/2005
SYNIVERSE TECHNOLOGIES, INC.
Filing Fee: \$110.00 ORIG



Mark Hammond South Carolina Secretary of State

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3771177

DATE: 03-28-05

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
SYNIVERSE NETWORKS, INC.
(a Delaware corporation)
AND
SYNIVERSE FINANCE, INC.
(a Delaware corporation)
WITH AND INTO
SYNIVERSE TECHNOLOGIES, INC.
(a Delaware corporation)

*In accordance with the provisions of Section 253 of the
General Corporation Law of the State of Delaware*

The undersigned, on behalf of Syniverse Technologies, Inc., a corporation duly organized and existing under and by virtue of the laws of the State of Delaware (the "Corporation"), desiring to merge (i) Syniverse Networks, Inc., a Delaware corporation and (ii) Syniverse Finance, Inc., a Delaware corporation, with and into itself, pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY as follows:

FIRST: The Corporation is the owner of all of the issued and outstanding shares of capital stock of the following constituent corporations (collectively referred to herein as the "Subsidiaries"): (i) Syniverse Networks, Inc., a Delaware corporation and (ii) Syniverse Finance, Inc., a Delaware corporation.

SECOND: The Board of Directors of the Corporation on January 11, 2005 adopted the resolutions set forth below approving the merger of the Subsidiaries with and into the Corporation (the "Merger"):

"WHEREAS, the Corporation is the sole holder of all of the issued and outstanding shares of capital stock of the following companies: (i) Syniverse Networks, Inc., a Delaware corporation ("Networks") and (ii) Syniverse Finance, Inc., a Delaware corporation ("Finance" and together with Networks are collectively referred to herein as the "Subsidiaries"); and

WHEREAS, the Corporation deems it advisable and in its best interest that the Subsidiaries be merged with and into the Corporation.

RESOLVED, that the Subsidiaries be, and hereby are, merged with and into the Corporation (the "Merger").

FURTHER RESOLVED, that any of the Chief Executive Officer, the Chief Financial Officer, the Chief Operating Officer, any Vice President, Secretary or such other officer as may be designated by the Board (collectively referred to herein as the "Authorized Officers") be, and each hereby is, authorized and empowered to execute and deliver a Certificate of Ownership and Merger and cause the same to be filed with the office of the Secretary of State of Delaware, under its corporate seal or otherwise with such change therein or modification thereto as such Authorized Officers shall in their sole discretion deem necessary, proper or advisable."

THIRD: Anything herein or elsewhere to the contrary notwithstanding, the Merger may be amended or terminated and abandoned by the Board of Directors of the Corporation at any time prior to the date of filing the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

FOURTH: The Merger shall become effective upon filing.

[SIGNATURE TO FOLLOW]

IN WITNESS WHEREOF, the undersigned, for the purpose of effectuating the Merger, pursuant to the General Corporation Law of the State of Delaware, under penalties of perjury does hereby declare and certify that this is the act and deed of the Corporation and the facts stated herein are true and accordingly has hereunto signed this Certificate of Ownership and Merger this 9th day of February, 2005.

Syniverse Technologies, Inc.,
a Delaware corporation

By: /s/ Raymond L. Lawless
Name: Raymond L. Lawless
Title: Chief Financial
Officer/Secretary